

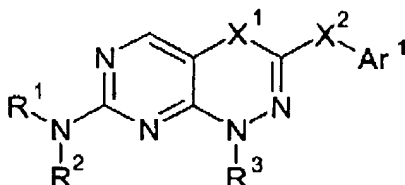
Response after Non-final Rejection  
 USSN 10/715,666

Attorney Docket R0144B-REG

In the Abstract:

Please amend the abstract as follows:

~~The present invention provides a compound of the formula~~ Compounds of formula I are p38 inhibitors:



or a pharmaceutically acceptable salt thereof,

wherein

R<sup>1</sup> is hydrogen or alkyl;

R<sup>2</sup> is alkyl, haloalkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, cycloalkyl, cycloalkylalkyl, heteroalkylsubstituted cycloalkyl, heterosubstituted cycloalkyl, heteroalkyl, cyanoalkyl, heterocyclyl, heterocyclylalkyl, or -Y<sup>1</sup>-C(O)-Y<sup>2</sup>-R<sup>11</sup> (where Y<sup>1</sup> and Y<sup>2</sup> are independently either absent or an alkylene group and R<sup>11</sup> is hydrogen, alkyl, haloalkyl, hydroxy, alkoxy, amino, monoalkylamino or dialkylamino);

R<sup>3</sup> is hydrogen, alkyl, cycloalkyl, cycloalkylalkyl, heterosubstituted cycloalkyl, heterocyclyl, aryl, aralkyl, haloalkyl, heteroalkyl, cyanoalkyl, -alkylene-C(=O)-R<sup>4</sup> (where R<sup>4</sup> is hydrogen, alkyl, hydroxy, alkoxy, amino, monoalkylamino or dialkylamino), or acyl;

Ar<sup>1</sup> is aryl;

X<sup>1</sup> is O, NR<sup>5</sup> or S, where R<sup>5</sup> is hydrogen or alkyl; and

X<sup>2</sup> is a bond, O, NR<sup>6</sup>, S or CH<sub>2</sub>, where R<sup>6</sup> is hydrogen or alkyl.

~~wherein R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup>, X<sup>1</sup>, X<sup>2</sup>, and Ar<sup>1</sup> are as defined herein. The present invention also provides a process for producing the same, compositions comprising the same, and methods for using the same.~~